

Mr. William Tanner
VP of Programming
Spanish Broadcasting System
10281 West Pico Blvd.
Los Angeles, California 90064

(310) 203-0900

Ms. Mirta de Armas
Telemundo Network
Media Manager
2340 West 8th Avenue
Hialeah, Florida 33010

(305) 889-7195

January 25, 2002

Dear Raul:

Just a quick update.

RECENT EVENTS:

While this may appear as a broker's hustle, I want to assure you that my previous comments about your competition prowling and probing the fringes is real. I have not misled you before and will not start now. More specifically, earlier this week one such competitor attempted an end run around me, going directly to the ICFG. I have been able to shut this down without a formal proposal having been submitted, but it was an attempted vault over the proverbial stonewall and I fear such attempts will become more frequent, distracting the ICFG from its focus.

Another LA broadcasting option has become available to the ICFG. A smorgasbord of options will not work in your favor.

WARRANTS:

I'm not your investment banker and have therefore refrained from proffering an opinion on the warrants. Now I'm going to break that mold. With all due respect to Lehman Bros., I think they are wrong about the crucifixion of SBS by warrants for the following reasons:

1. The feedback I have gotten directly from the Street is that, at worst, the "93.5 warrants" would have resulted in only a slight dilution of SBS stock. The overall evaluation of SBS would have remained unchanged. What would have made a dramatic difference to SBS stock is having *either* KXOL or the 93.5 stations fall into the hands of HBC.
2. Warrants issued with a strike price at a stock's current market price generally do not result in shareholder dilution. This is true both on an accounting basis and from Wall Street's perspective. Why not?
 - a. If the warrants are redeemed at the strike price, SBS would simply buy them back on the market at the same price. No impact.
 - b. If the stock price goes down, only a fool would redeem them.
 - c. If the stock price goes up, everyone wins since the warrants have already been absorbed into the pro forma market. Equity investors would have signaled their approval of the results the warrants achieved. Proceeds from future warrant redemptions would be expected to be used to reduce SBS debt.
3. Univision's recent restructuring of a TBA using warrants is an excellent example of the ability of warrants to actually boost stock price. The warrants were issued with a strike price which was only 25% of Univision's market price. This immediate dilution was not only overlooked by the market, Univision's stock price was bumped up because the benefits of the noncash transaction more than offset the rather dramatic immediate dilution

the low strike price created. (How would the market have reacted if the strike price was at par as is proposed by the ICFG?)

4. A Scholes-Black analysis supports my view. I would encourage you to have an independent derivative analysis made of the ICFG warrant proposal. I did and that is why I was comfortable having it placed on the table. Anything that works against SBS at this point also works against the ICFG.

The warrants offer a non-cash transaction with no impact on SBS stock price. Coupled with an additional 2-3 years to close I am frankly stunned that you aren't jumping all over this proposal. Is there something in the background I don't know about which is effecting progress down the path the ICFG has laid out? I think the Street would love this deal. Of course, financiers will despise it.

Best regards,

Randy
(Traveling: 978-771-9007)

FOR IMMEDIATE RELEASE
CONTACT: GENE SMITH
(202) 225-4695

January 22, 2002

**REP. BERMAN CALLS FOR INVESTIGATION OF "PARKING," AND ARTIST
COERCION**

WASHINGTON - In a letter sent today to Attorney General John Ashcroft and Federal Communications Commission Chairman Michael K. Powell, U.S. Rep. Howard L. Berman called for an investigation of the negative effects of consolidation in the radio and concert promotion businesses.

"I am particularly concerned about widely reported allegations that Clear Channel Communications, Inc. has "punished" recording artists who have not used its concert promotion service by denying them radio air play," said Berman. "This is but one example of the negative effects that occur when the same entity controls radio stations, television stations, concert promotion services and other distribution channels for copyright content. This consolidation hurts not only artists, but consumers who end up with unconscionable concert ticket prices and less diversity of programming."

"The consolidation of the radio industry also lends growing support to persistent allegations of incidents in which record companies must pay radio stations to play the music of their artists," said Berman.

"Also of great concern are reports of "parking" or "warehousing" of radio and television stations by Clear Channel," continued Berman. "Press accounts and pending FCC complaints state that Clear Channel is trying to exceed legal limits for ownership of radio and tv stations by using third parties, shell corporations, or related entities to make the purchases."

"If true, this practice is both against the public interest and hurts competitors, who cannot offer equally advantageous rates to advertisers," said Berman.

"Today, I am calling upon the Department of Justice and the Federal Communications Commission to fully and aggressively investigate these allegations and vigorously prosecute any wrongdoing," concluded Berman.

#

(full text of Rep. Berman's letter)

January 22, 2002

The Honorable John Ashcroft
U.S. Attorney General
Department of Justice
950 Pennsylvania Ave. NW
Washington DC 20530

The Honorable Michael K. Powell, Chairman
Federal Communications Commission
The Portals II
445 12th Street SW
Room 8B201
Washington DC 20554

Dear Attorney General Ashcroft and Chairman Powell:

I write to express my serious concern about vertical and horizontal integration in the radio, television, and concert promotion industries. Specifically, I am concerned about allegations that consolidation of these industries by Clear Channel Communications, Inc. has negatively affected recording artists, owners of sound recording copyrights, consumers, advertisers, and competitors in the radio and television industries. I would like to know whether your agencies have investigated the allegations detailed below, and if not, would encourage you to do so.

According to numerous press reports, as well as first hand accounts by affected recording artists and copyright owners, Clear Channel's consolidation of the radio and concert promotion industries has had a variety of negative repercussions on recording artists, copyright owners, and consumers. It has been reported that Clear Channel has "punished" recording artists, including Britney Spears, for their refusal to use its concert promotion service, Clear Channel Entertainment, by "burying" radio ads for their concerts and by refusing to play their songs on its radio stations. The consolidation of the radio industry also lends growing support to persistent allegations that record companies often must pay radio stations to play the music of their artists.

These allegations, if true, have obvious, negative implications for consumers, both through higher concert ticket prices and reduced selections of broadcast music. To the extent your respective agencies have jurisdiction to do so, I believe you should investigate and fully prosecute any violations of the antitrust laws or FCC regulations that have occurred in the above-referenced circumstances.

I am also concerned about related reports of "parking" or "warehousing" of radio and television stations by Clear Channel. These reports allege that Clear Channel has intentionally flouted FCC rules limiting ownership of multiple radio and television stations in numerous markets around the country, including Monterey, San Diego, San Francisco, Hudson NY, Catskills NY, Charlotte NC, Chillicothe OH, Oklahoma City OK, and Waco TX. According to the press accounts, Clear Channel often arranges for third parties, shell corporations, or related entities to buy radio and television stations in markets in which Clear Channel has already reached the ownership caps or been faced with public opposition or regulatory scrutiny. Clear Channel allegedly has arranged to officially "buy" these stations when, and if, the FCC lifts those caps.

I believe you should fully investigate these "warehousing" and "parking" allegations, and if true, should prosecute any violations of law. These acts may be illegal in and of themselves, and are likely to exacerbate the negative effects, outlined above, that consolidation has had on recording artists, copyright owners, advertisers, and consumers. It is also apparent that any investigation of possible antitrust violations by Clear Channel must consider the existence of "warehousing" or "parking"

arrangements.

I would appreciate the favor of a reply at your earliest convenience concerning your agencies' plans on this matter.

Respectfully,

HOWARD L. BERMAN
Member of Congress



Raúl Alarcón
PRESIDENT

February 8, 2002

L. Lowry Mays
Chief Executive Officer
Clear Channel Worldwide
200 East Basse Road
San Antonio, Texas 78209

McHenry T. Tichenor, Jr.
Chief Executive Officer
Hispanic Broadcasting Corp.
3102 Oaklawn Avenue
Dallas, Texas 75219

Personal and Confidential
Via Facsimile and Overnight Delivery

Dear Lowry and Mac:

As you know, I have been troubled for years by the overt and covert anticompetitive actions that Clear Channel and Hispanic Broadcasting have taken against Spanish Broadcasting System. Those actions – which began even before Hispanic was formed and which have continued to the present – have succeeded in their intended purposes of making it more difficult for SBS to compete with Hispanic. Your companies have wrongfully inhibited SBS's ability to raise financing, tried to lower SBS's stock price and stolen transactions and personnel away from SBS. Your ultimate goal has always been clear: acquiring SBS at a price that has been reduced by the effects of your actions.

I have contacted you on many previous occasions to discuss these problems, including:

- Misappropriating the opportunity to acquire KSCA-FM from Golden West Broadcasters
- Inducing Katz Hispanic Media to breach its national sales representation agreement with SBS
- Driving up the price of WXDJ-FM and WRMA-FM by attempting to misappropriate the opportunity to acquire those stations from Russ Oasis
- Dismantling SBS's IPO underwriting syndicate



Messrs. Mays and Tichenor

February 8, 2002

Page II

- Limiting coverage of SBS's stock by leading securities analysts
- Driving up the price of KFSG-FM (now KXOL-FM) by attempting to misappropriate the opportunity to acquire that station from the International Church of the Foursquare Gospel (the ICFG)
- Inducing SBS's institutional investors to dump their holdings and replace them with Hispanic stock
- Attempting to induce key SBS employees to breach their employment agreements (and succeeding with respect to three morning drive show hosts of WXDJ-FM in Miami, among others)
- Directing long-time SBS concert promoters and advertisers (through Clear Channel's ownership of SFX) to deal exclusively with Hispanic.

You may believe that because of your combined size and economic power SBS and I will be forced to continue to accept the conduct of Clear Channel and Hispanic. But your current attempts -- again -- to interfere with SBS's transaction with the ICFG cannot be tolerated. As you both know, SBS's operation of KXOL-FM for the last year has been a competitive success. But your corporate officers have responded to our success by continuing their efforts to induce the ICFG not to complete its transaction with SBS and thereby interfering with the financing needed to do so. Hispanic has even gone so far as offering the ICFG a further enticement to abandon the SBS transaction: the use of an Hispanic station in Los Angeles to replace the two stations owned by SBS on which the ICFG currently broadcasts.

As I'm sure you know from Alan Feld, SBS has retained David Boies and his law firm to determine how to prevent and redress your attempts to injure SBS. My preference is not to litigate, but to try to find a mutually agreeable business solution. Please let me know promptly if you are willing to enter into discussions towards that end.

Sincerely,



RA/id



Facsimile

To: Mac Tichenor, Jr.	From: Raúl Alarcón, Jr.
Fax: 214-525-7830	Pages: 4
Phone: 214-525-7712	Date: 3/25/02
Re:	CC:

Dear Mac:

I am very sorry we have been unable, by trading phone calls, to speak directly over the past few days. While I am now leaving Miami for a short period to spend uninterrupted time with my family, I am eager to keep up the positive momentum. In that spirit, I am attaching a proposal letter that I believe responds constructively to your letter of March 6th. In sending you this proposal, I trust that the recent demands of your lawyers to enter into a release as a pre-condition to merger discussions do not reflect your own views, because such demands are clearly contrary to the best interest of our respective shareholders, who stand to benefit considerably from a mutually acceptable business combination.

I look forward to speaking with you upon my return; however, if you want to discuss this proposal directly prior to my return, my assistant Ivette, with some prior notice, could track me down. Additionally, my advisors are available to provide further clarification regarding the proposal and Ivette could arrange these discussions upon your request.

Sincerely,

RA

THIS DOCUMENT CONTAINS PRIVILEGED AND CONFIDENTIAL INFORMATION AND IS INTENDED SOLELY FOR THE USE OF THE ADDRESSEE(S) NAMED ABOVE. IF YOU ARE NOT THE INTENDED RECIPIENT, NOR THE EMPLOYEE NOR AGENT RESPONSIBLE TO DELIVER THIS DOCUMENT TO THE INTENDED RECIPIENT YOU ARE HEREBY NOTIFIED THAT ANY DISCLOSURE, COPYING, DISTRIBUTION OR TAKING OF ANY ACTION IN RELIANCE ON THE CONTENTS OF THESE CONFIDENTIAL DOCUMENTS IS STRICTLY PROHIBITED IF YOU HAVE RECEIVED THIS FAX IN ERROR, PLEASE NOTIFY US IMMEDIATELY AT (305) 443-9090. THANK YOU.

SBS TOWER 2601 SOUTH BAYSHORE DRIVE, PENTHOUSE II COCONUT GROVE, FLORIDA 33133 TEL (305)443-9090 FAX (305)444-2179

NEW YORK WSKQ FM, WPAT FM MIAMI WXDJ FM, WRMA FM, WCMQ FM LOS ANGELES KLAX FM, KMJR FM, KNJR FM SAN FRANCISCO KXJO FM
CHICAGO WLEY FM SAN ANTONIO KLEY FM, KSAH AM DALLAS KTCY FM, KXEB AM
PUERTO RICO WMEG FM, WEGM FM, WOMA FM, WCOM FM, WOYE FM, WIOA FM, WIOB FM, WIOC FM, WZNT FM, WZMT FM, WCTA FM



Raúl Alarcón
PRESIDENT

March 25, 2002

McHenry Tichenor, Jr.
President and Chief Executive Officer
Hispanic Broadcasting Corporation
3102 Oak Lawn, Suite 215
Dallas, Texas 75219

Via Facsimile and Federal Express

Dear Mac:

The discussions you and I have had over the last few weeks have been very helpful with respect to finding a productive solution to the issues that have long concerned me. As you suggested would be useful, I am prepared to outline for you and your board our proposed merger terms and to highlight the compelling strategic and financial benefits of such a combination. We believe our proposal addresses the material issues and objectives you raised in your letter of March 6.

Spanish Broadcasting System, Inc. ("S") is prepared to acquire 100% of the share capital of Hispanic Broadcasting Corporation ("H") for a combination of 184.3 million shares of SBS Class A shares and \$1.0 billion in cash, a portion of which would be used to refinance any existing H debt at closing and to pay our mutual fees and expenses incurred in this transaction. As you deem necessary, we would consider differentiated allocation of the consideration between Class A and B shareholders. The full terms and conditions of our offer are outlined in a detailed Term Sheet that we want to review with you at your earliest possible convenience.

Based on Friday's close of business, the total value per H share of our proposal is \$29.93, assuming 112 million fully diluted H shares outstanding, or a 14% premium over H's stock price of \$26.30 at the time we initiated discussions on February 26.

The combination of our two companies' assets and skill sets would accelerate our respective growth prospects and create immediate value through a combination of new revenue opportunities and cost reductions, the majority of which would be realized by H shareholders -- and, can only be realized through this unique combination. Specifically, our proposal has the following benefits to H shareholders:

- Places a premium value on H at a multiple of 41x 2002 EBITDA of \$82.5 million, the midpoint of H's public market guidance
- Creates a unique, "must own" stock for media investors with significant liquidity and broad research coverage
- Has a meaningful cash component which provides certainty of value for a significant portion of the consideration and the stock portion is tax-efficient
- Significantly accretive to H shareholders
- Provides substantial upside in the form of exceptional synergies to remaining H shareholders



While this offer is non-binding until we can reach a definitive agreement, you should know that the cash portion of our offer is underwritten by a \$1.0 billion commitment that we have obtained from Lehman Brothers, demonstrating the seriousness of our intentions. Most of the proceeds from the commitment will be used to fund the cash portion of our offer, while we anticipate that approximately \$75.0 million will be used to refinance existing H debt and pay our mutual fees and expenses incurred in this transaction.

Our advisors and we do not believe that an all cash purchase is prudent under current market conditions. In addition, in an all cash transaction, your shareholders would forego the meaningful tax benefits and stock appreciation upside provided by our structure. To address liquidity specifically, our proposal (i) includes meaningful cash consideration to be allocated, as you may deem necessary, among your shareholders; (ii) creates, through the combination, a more liquid security and (iii) provides Registration Rights to key H shareholders to gain sufficient liquidity at the appropriate time.

While we have consistently required that the Alarcón ("A") family maintain in excess of 50% of the vote of the combined company, the A family will continue to have a meaningful financial investment. The Alarcón family intends to be long-term shareholders and is willing to commit to holding its shares for a minimum period of time. Furthermore, we expect that you and other members of H's talented team will comprise a significant portion of the senior management responsible for the realization of synergies in the combined entity. We believe these elements of our offer will provide mutual incentives to realize potential synergies and maximize shareholder value.

Finally, although the combined company will have greater leverage than H shareholders are accustomed to, substantially all of the cash consideration, which comprises the incremental borrowings, is being delivered to your shareholders. Furthermore, the pro-forma debt levels are reasonable when compared to normal cash flows and are further supportable by the combined company's asset value.

We continue to believe that a combination of S and H has the potential to create significant value for the shareholders of both companies. In addition, this transaction and the scale it creates provides significant benefits to our listeners, advertisers and the communities we serve.

Mac, you have my personal assurance that our team is prepared to move quickly and efficiently towards signing a binding set of documents. I propose that we work towards signing definitive agreements and making an announcement within the next two weeks.

As contemplated by the terms of the Confidentiality Agreement we will need to sign to move forward, the existence and contents of this letter should be deemed strictly confidential and disclosure of its contents to any third party (other than the members of your board or your legal and financial advisors) is prohibited. If you have questions regarding any aspect of this proposal or need further clarification, please contact me directly.



SPANISH BROADCASTING SYSTEM

I look forward to speaking with you regarding this proposal and I will contact you within the next few days.

Sincerely,

Raúl Alarcón, Jr.
President and Chief Executive Officer



April 17, 2002

Raúl Alarcón
PRESIDENT

Mr. L. Lowry Mays
Chief Executive Officer
Clear Channel Worldwide
200 East Basse Road
San Antonio, Texas 78209

Privileged and Confidential
Via Facsimile: (210) 805-0734 and Overnight Delivery

Dear Lowry:

Thank you for your time on the phone today. Unfortunately, Mac and I have been trading phone calls over the last few days.

As we discussed, enclosed please find the SBS offer to HBC which I am forwarding to you on a confidential basis in light of the necessity of your consent to the transaction described in the offer.

As I mentioned to you, I believe this full and fair offer is hugely beneficial to HBC and its shareholders. HBC shareholders will receive a significant \$1 Billion of cash consideration as well as the lion's share of the going-forward merged SBS/HBC entity including the incremental value created from the combined operational synergies. Importantly, this "synergy value" in and of itself has been conservatively estimated at roughly \$12.50 per share.

As you would undoubtedly concur, this alternative is a much more preferable option as compared to other courses of action which have been discussed and which I have expressed to you in my letter of February 8, 2002.

Stated simply, our proposal affords all concerned an unduplicated opportunity for growth and value creation. I say this without fear of contradiction.

Please let me know your thoughts. I am prepared to consummate this transaction in as expeditious a manner as possible. Let me again state that this transaction, in my opinion, is the clearly desirable alternative to the resolution of our differences and fully addresses the best interests of the shareholders of Clear Channel, HBC and SBS.

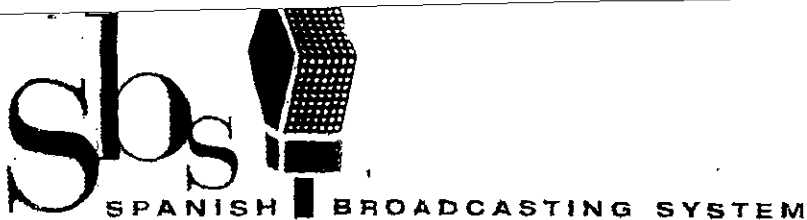
Wishing you continued success at Clear Channel, I remain,

Sincerely,



RA/id

c.c. McHenry T. Tichenor, Jr.



Raúl Alarcón
PRESIDENT

March 25, 2002

McHenry Tichenor, Jr.
President and Chief Executive Officer
Hispanic Broadcasting Corporation
3102 Oak Lawn, Suite 215
Dallas, Texas 75219

Via Facsimile and Federal Express

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I look forward to speaking with you regarding this proposal and I will contact you within the next few days.

Sincerely,

A handwritten signature in black ink, which appears to be 'Raúl Alarcón, Jr.', written over a horizontal line.

Raúl Alarcón, Jr.
President and Chief Executive Officer



L. Lowry Mays
Chairman and Chief Executive Officer

April 18, 2002

Mr. Raul Alarcon
Spanish Broadcasting System
2601 South Bayshore Drive
Penthouse II
Coconut Grove, Florida 33133

Privileged And Confidential

Via Facsimile (305) 444-2179 and Overnight Delivery

Dear Raul:

Thank you for your letter of April 17, 2002, I appreciated the opportunity to read your proposal to HBC. I am sure Mac and his board will seriously consider the proposal. I have great confidence that HBC will consider any offer that it feels will enhance shareholder value for the equity holders.

As you know, Clear Channel is a passive investor and can have no voice in this decision until and unless it is brought to us for a vote. This is due not only to the terms of our stockholders agreement with HBC, but more fundamentally due to FCC regulations that would risk having HBC radio stations becoming attributable to Clear Channel should we become less than passive in HBC events. So we must remain ever vigilant in following the rules of our ownership stake in HBC and stay passive in this issue, unless, and until, it is presented to us for a vote. Only at that time can we make our voice heard.

Very truly yours,

A handwritten signature in black ink, appearing to read 'L. Lowry Mays', written over the typed name.

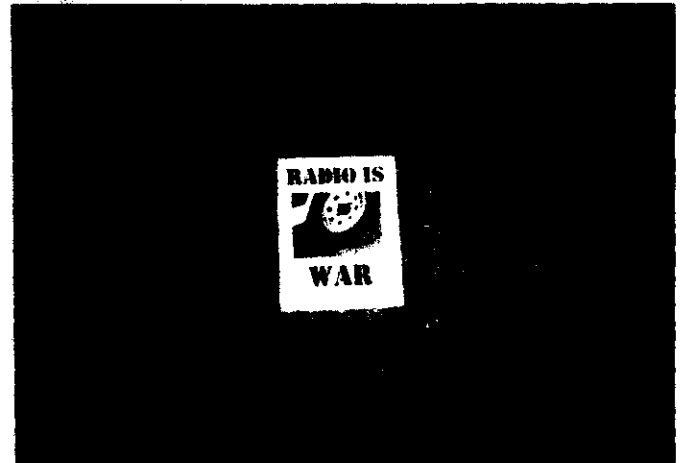
L. Lowry Mays

LLM:sjh

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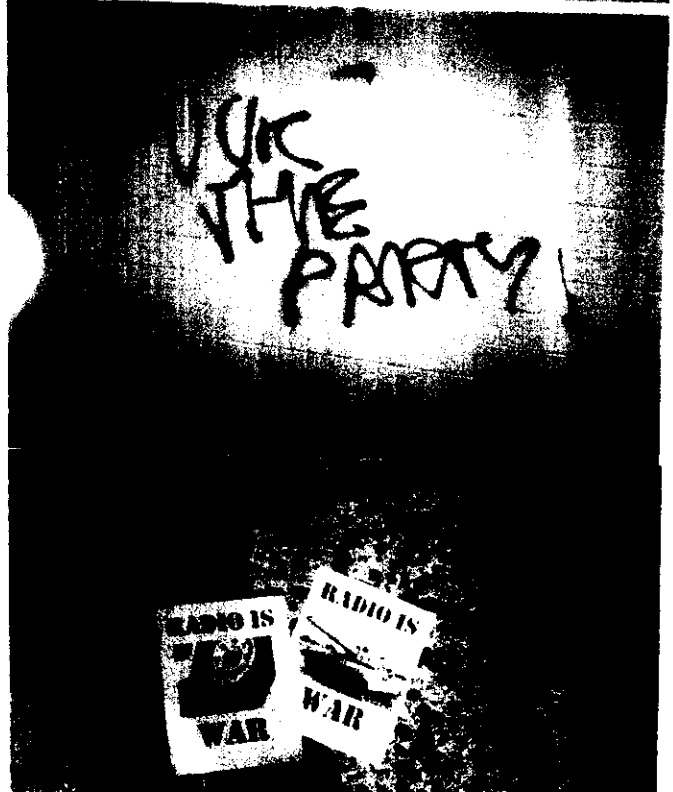
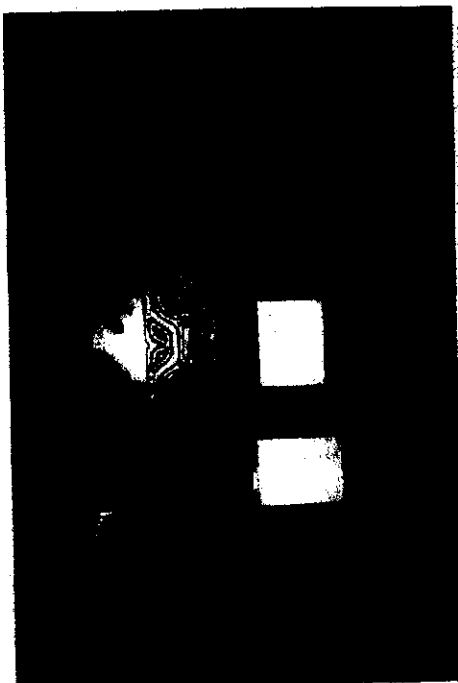
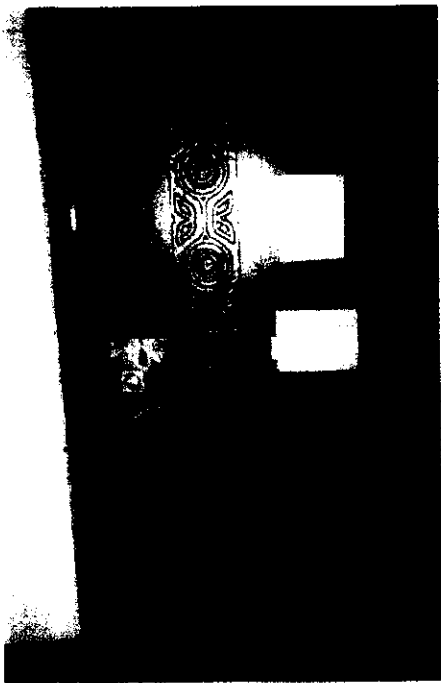
BACK
TO
FLORIDA

TO
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GO
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TO
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LOST!
FUCKERS!



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Tha Bomb 2002

Osher

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at the

NAUGHTY
NATURE

Naughty By Nature

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Amanda Perez

Busta Rhymes

1-40

Ashanti

Wednesday, June 5th Compaq Center San Jose

**Tickets On Sale Saturday, May 4th at all Ticketmasters
and at select Rite Aid locations or www.ticketmaster.com**

92.7 Party!

WELCOME TO THE Bay
GOOD LUCK! FROM THE STAFF
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STATION

P.S you'll need it! 😊

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